

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
T-Mobile US, Inc.)	
)	WT Docket No. 18-197
Petition for Declaratory Ruling under)	IB Docket No. _____
Section 310(b)(4) of the Communications)	
Act of 1934, As Amended)	
To: International Bureau		
Federal Communications Commission		

PETITION FOR DECLARATORY RULING

Pursuant to Section 310(b)(4) of the Communications Act of 1934, as amended,¹ and Section 1.5000(a)(1) of the Commission’s rules,² T-Mobile US, Inc. (“T-Mobile”), on behalf of its current and future FCC licensee and lessee subsidiaries,³ respectfully petitions the Federal Communications Commission (“FCC” or “Commission”) for a declaratory ruling that it would not serve the public interest to prohibit indirect foreign ownership of T-Mobile and its subsidiaries of up to 100 percent. On multiple occasions in previous granted declaratory rulings, the FCC has repeatedly approved 100 percent indirect ownership in T-Mobile and its wholly owned subsidiaries by T-Mobile’s ultimate parent, Deutsche Telekom AG (“DT”). This petition once again seeks authority for these entities to hold up to 100 percent indirect ownership and control of T-Mobile—this time in connection with the transfer of FCC licenses and leases as part

¹ 47 U.S.C. § 310(b)(4).

² 47 C.F.R. § 1.5000(a)(1).

³ 47 C.F.R. § 1.5000(c)(2)(ii).

of T-Mobile’s proposed merger with Sprint Corporation (“Sprint”).⁴ The petition also seeks authority for up to 49.99 percent ownership by certain other foreign minority interest holders previously reviewed and approved by the Commission.

I. BACKGROUND AND PRIOR RULINGS

Section 310(b)(4) of the Communications Act prohibits the issuance of any common carrier radio license to:

any corporation directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country, *if the Commission finds the public interest will be served by the refusal or revocation of such license.*⁵

In the *Foreign Participation Order*, the Commission concluded that allowing additional foreign investment in common carrier wireless licensees beyond the 25 percent benchmark established in Section 310(b)(4) would promote competition in the U.S. market, thereby serving the public interest.⁶ More recently, in the *Foreign Ownership Policies Second Report and Order*, the Commission re-affirmed that “foreign investment has been and will continue to be an important

⁴ T-Mobile and Sprint are contemporaneously filing applications seeking FCC consent for the transfer of control to T-Mobile of FCC licenses and leases held by subsidiaries of Sprint, as well as the *pro forma* transfer of control of FCC licenses and leases held by subsidiaries of T-Mobile. The Commission has opened WT Docket No. 18-197 for applications in connection with the transaction. See Commission Opens Docket for Proposed Transfer of Control of Sprint Corporation to T-Mobile US, Inc., *Public Notice*, DA 18-625 (June 15, 2018).

⁵ 47 U.S.C. § 310(b)(4) (emphasis added).

⁶ See Rules and Policies on Foreign Participation in the U.S. Telecommunication Market, *Report and Order and Order on Reconsideration*, 12 FCC Rcd 23891, 23940, Para. 111 (1997) (*Foreign Participation Order*).

source of financing for U.S. telecommunications companies, fostering technical innovation, economic growth, and job creation.”⁷

The instant declaratory ruling is requested in connection with applications seeking consent for the transfer of control to T-Mobile of FCC licenses and leases held by subsidiaries of Sprint, as well the *pro forma* transfer of control of licenses and leases held by subsidiaries of T-Mobile. As a result of this transaction, the previous shareholders of Sprint and T-Mobile will become the shareholders of New T-Mobile post-closing. The foreign direct and indirect owners of Sprint and T-Mobile have previously been approved by the Commission. In fact, the Commission has several times authorized up to 100 percent foreign ownership of T-Mobile and its FCC licensee and lessee subsidiaries by DT and its identified subsidiaries.⁸ The Commission similarly has authorized Sprint’s foreign investors to hold up to 100 percent ownership in Sprint and its licensed subsidiaries.⁹ No new foreign entities are being introduced as a result of this transaction.

A full description of the transaction and its public interest benefits are associated with ULS File No. 0008224209, the lead wireless application, as well as the Joint Application for

⁷ Review of Foreign Ownership Policies for Common Carrier and Aeronautical Radio Licenses Under Section 310(b)(4) of the Communications Act of 1934, As Amended, IB Docket No. 11-133, *Second Report and Order*, 26 FCC Rcd 5741 at ¶3 (2013).

⁸ See Section 214 Applications and International Authorizations Granted, *Public Notice*, 29 FCC Rcd 1797, 1803 (Feb. 19, 2014); Section 214 Applications and International Authorizations Granted, *Public Notice*, 28 FCC Rcd 8006, 8008 (May 30, 2013); Applications of Deutsche Telekom, AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations, *Memorandum Opinion and Order and Declaratory Ruling*, 28 FCC Rcd 2322, 2359 ¶ 96 (2013); Applications of Voicestream Wireless Corporation, Powertel, Inc. and Deutsche Telekom AG, *Memorandum Opinion and Order*, 16 FCC Rcd 9779 (2001).

⁹ See, e.g., Section 214 Applications and International Authorizations Granted, *Public Notice*, 31 FCC Rcd 7743, 7744 (July 21, 2016); Applications of SoftBank Corp, *et al* for Consent to Transfer Control of Licenses and Authorizations, *Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration*, 28 FCC Rcd 9642, 9693 ¶ 124 (2013).

Consent to Transfer Control of International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, filed in WT Docket No. 18-197 on June 18, 2018. It is incorporated herein by reference.

II. INFORMATION REQUIRED BY SECTION 1.5001

1. Section 1.5001(a): Contact Information, FRN, Place of Organization, Type of Business Organization, and Name and Title of Officer Certifying to the Information Contained in the Petition

Name: T-Mobile US, Inc.
FRN: 0014194476
Mailing Address: 12920 SE 38th Street, Bellevue, WA 98006
Place of Organization: United States
Telephone: (425) 383-8401
Facsimile: (425) 383-4040
Email Address: fceregulatorycompliancecontact@t-mobile.com
Type of Organization: Corporation
Officer Certifying to the Information Contained in the Petition:
Kathleen O'Brien Ham, Senior Vice President,
Government Affairs

2. Section 1.5001(b): Legal Counsel Contact

Name: Nancy J. Victory, DLA Piper LLP
Mailing Address: 500 Eighth Street, N.W., Washington, DC 20004
Telephone: (202) 799-4216
Facsimile: (202) 799-5616
Email: nancy.victory@dlapiper.com

3. Section 1.5001(c)(1): Licensees and Licenses Covered By Declaratory Ruling

A list of the types of radio authorizations that T-Mobile, through its subsidiaries, will hold post-closing is set out in Appendix A.

4. Section 1.5001(c)(2): Associated Applications

T-Mobile and Sprint have filed numerous license and lease transfer applications in connection with the transaction. The lead wireless application is ULS File No. 0008224209 and the lead Section 214 application is the Joint Application for Consent to Transfer Control of International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, filed in WT Docket No. 18-197 on June 18, 2018.

5. Section 1.5001(d): Type of Declaratory Ruling

T-Mobile seeks authority under Section 1.5000(a)(1) of the Commission's rules.

6. Section 1.5001(e) and (g): Direct Ownership

Upon closing, the following entities will hold directly a ten percent or greater equity and/or voting interest, or a controlling interest, in T-Mobile:

Name: Deutsche Telekom Holding B.V. ("DT Holding")
Address: Stationsplein 8-K, Office Number 809
6221 BT Maastricht
Netherlands
Place of Organization: Netherlands
Type of Organization: Corporation
Principal Business: Holding company
Percentage Held: After consummation, DT Holding will hold approximately a 42 percent direct equity and voting interest in T-Mobile.

Name: SoftBank Group Capital Limited ("SoftBank Capital")
Address: 69 Grosvenor Street
London, United Kingdom W1K3JP
Place of Organization: United Kingdom
Type of Organization: Limited company
Principal Business: Holding company
Percentage Held: After consummation, SoftBank Capital will hold approximately a 27 percent direct equity and voting interest in T-Mobile. However, as noted below, DT will hold a proxy to direct the voting of these shares.

After consummation of the transaction, no other person or entity will hold directly a ten percent or greater equity and/or voting interest in T-Mobile.

7. Section 1.5001(f) and (g): Indirect Ownership

The following entities will hold indirectly a ten percent or greater equity and/or voting interest, or a controlling interest, in T-Mobile:

Name: T-Mobile Global Holding GmbH ("T-Mobile Holding")
Address: Landgrabenweg 151
Bonn, Germany 53227
Place of Organization: Germany
Type of Organization: Corporation
Principal Business: Telecommunications and information services
Percentage Held: T-Mobile Holding holds a direct 100 percent equity and voting interest in DT Holding, which will hold a 42 percent direct equity and voting interest in T-Mobile.

Name: T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”)
Address: Friedrich-Ebert-Allee 140
Bonn, Germany
Place of Organization: Germany
Type of Organization: Corporation
Principal Business: Telecommunications and information services
Percentage Held: T-Mobile Global holds a direct 100 percent equity and voting interest in T-Mobile Holding, which will hold an indirect 42 percent equity and voting interest in T-Mobile.

Name: Deutsche Telekom AG
Address: Friedrich-Ebert-Allee 140
Bonn, Germany
Place of Organization: Germany
Type of Organization: *Aktiengesellschaft* (corporation)
Principal Business: Telecommunications and information services
Percentage Held: DT holds a direct 100 percent equity and voting interest in T-Mobile Global, which will hold an indirect 42 percent equity and voting interest in T-Mobile. DT will also appoint a majority of the T-Mobile board seats and hold a proxy to direct the voting of the T-Mobile shares (27 percent) held by SoftBank Capital. Accordingly, DT will have *de facto* control over T-Mobile.

Name: Kreditanstalt für Wiederaufbau (“KfW”)
Address: Palmengartenstrasse 5-9
Frankfurt, Germany 60325
Place of Organization: Germany
Type of Organization: Corporation
Principal Business: Commercial banking
Percentage Held: KfW, a bank controlled by the German government and federal states, holds approximately a 17 percent equity and voting interest in DT.

Name: Federal Republic of Germany (“FRG”)
Address: c/o Federal Ministry of Finance
Wilhelmstr. 97
Berlin, Germany 10117
Place of Organization: Germany
Type of Organization: Government entity
Principal Business: Government
Percentage Held: FRG directly holds approximately a 15 percent equity and voting interest in DT. FRG also directly holds approximately an 80 percent equity and voting interest in

KfW which, as described above, holds approximately a 17 percent equity and voting interest in DT. Thus, FRG is deemed to hold approximately 32 percent of DT.

Name: SoftBank Group Corp. (“SoftBank Group”)
Address: 1-9-1 Higashi-Shimbashi
Minato-Ku, Tokyo, Japan 105-7303
Place of Organization: Japan
Type of Organization: *Kabushiki kaisha* (corporation)
Principal Business: Holding company
Percentage Held: SoftBank Group holds a 100 percent direct equity and voting interest in SoftBank Capital.

Name: Masayoshi Son¹⁰
Address: c/o SoftBank Group Corp.
1-9-1 Higashi-Shimbashi
Minato-Ku, Tokyo, Japan 105-7303
Citizenship: Japan
Type of Organization: Individual
Principal Business: Telecommunications and tech
Percentage Held: Mr. Son is the Chief Executive Officer of SoftBank Group and holds a 21 percent equity and voting interest in SoftBank Group.

After consummation, no other individual or entity will hold indirectly a ten percent or greater equity and/or voting interest in T-Mobile.

8. Section 1.5001(h)(1): Estimate of Aggregate Foreign Ownership

Following consummation of the transaction, 69 percent of T-Mobile equity and voting interests will be held by subsidiaries of DT (42 percent) and SoftBank (27 percent), respectively. The other 31 percent of T-Mobile shares will be held by public shareholders, not one of which would hold 5 percent or more of T-Mobile’s stock. Such interests, and the interests noted above, were calculated in accordance with Section 1.5002 of the Commission’s rules.

The Commission previously approved 100 percent indirect foreign ownership of T-Mobile, including specifically by DT and the above-identified foreign shareholders and subsidiaries. The FCC has also approved 100 percent indirect foreign ownership in Sprint Corporation, including specifically by SoftBank Group and its above-identified foreign shareholders and subsidiaries. All direct and indirect foreign owners of 10 percent or greater

¹⁰ As noted, Masayoshi Son holds a 21 percent indirect interest in SoftBank Group, which in turn will hold a 27 percent interest in T-Mobile. Accordingly, T-Mobile does not believe that Mr. Son will hold a 10 percent or greater equity, voting, or controlling interest in T-Mobile following the proposed transaction. Nevertheless, given that T-Mobile will require specific approval for Mr. Son pursuant to 47 C.F.R. § 1.5001(i), T-Mobile includes Mr. Son here out of an abundance of caution.

have thus previously been reviewed and approved by the FCC (and for a larger stake than these entities would have in the merged company). No new foreign entities are being introduced as a result of the transaction. Further information regarding the circumstances that prompted the filing of this petition and demonstrating that the public interest would be served by grant of the petition are provided in Sections I and III of this petition.

9. Section 1.5001(h)(2): Ownership Chart

A chart depicting T-Mobile's post-closing ownership and control structure is set out in Appendix B.

10. Section 1.5001(i) and (j): Requests for Specific Approval

T-Mobile requests specific approval for each of the entities listed above in response to Sections 1.5001(e)-(g).

11. Section 1.5001(k): Requests for Advance Approval

T-Mobile seeks approval for the following entities, which will have a controlling interest in T-Mobile post-closing, to increase their interests in T-Mobile at some future time up to any amount, including 100 percent of the equity and voting interests in T-Mobile. The FCC has previously granted this authority for all entities listed below:

- Deutsche Telekom Holding B.V.
- T-Mobile Global Holding GmbH
- T-Mobile Global Zwischenholding GmbH
- Deutsche Telecom AG

T-Mobile also seeks approval for the following entities to increase their aggregate interest in T-Mobile, at some future time, up to and including a non-controlling 49.99 percent equity and voting interest in T-Mobile. The FCC has previously authorized all entities listed below to hold interests in T-Mobile or Sprint at the identified level of ownership or more:

- SoftBank Group Capital Limited¹¹
- SoftBank Group Corp.
- Masayoshi Son
- Kreditanstalt für Wiederaufbau
- Federal Republic of Germany

¹¹ Although the FCC has not specifically reviewed and approved SoftBank Capital as a disclosed foreign interest holder in Sprint FCC licenses, SoftBank Capital is an authorized foreign interest holder under Section 1.5004(c) of the Commission's rules.

III. GRANT OF THIS PETITION IS IN THE PUBLIC INTEREST

The requested declaratory ruling is fully consistent with the standard set forth in Section 310(b)(4), the Commission's foreign ownership rules and prior precedent. As noted above, the Commission has repeatedly concluded that control of T-Mobile by DT and its above-identified foreign shareholders and subsidiaries raises no public interest concerns. As a result, the Commission has consistently authorized such ownership. Like those prior rulings, the requested declaratory ruling seeks authorization for DT and its subsidiaries to control T-Mobile—this time to be an expanded T-Mobile after its merger with Sprint. The same public interest rationale upon which the Commission based its prior decisions therefore applies to this declaratory ruling request seeking authorization for DT and its identified subsidiaries to control T-Mobile following the transaction with Sprint.

In addition, the other foreign entities that will hold non-controlling interests in T-Mobile post-closing have been approved to retain ownership in Sprint—with much larger ownership interests than are contemplated here. Accordingly, the same public interest rationale upon which the Commission based its prior rulings concerning these entities should also apply to this declaratory ruling request. Indeed, this request raises no new concerns as the disclosable foreign interest holders involved here have all previously been authorized (most of them repeatedly) as owners of T-Mobile or Sprint.

Further, grant of the requested relief will clearly serve the public interest as it will enable a transaction that will accelerate nationwide 5G deployment, enhance competition for wireless services and in adjacent markets, and lead to job creation—all of which will benefit the

American economy.¹² As a result, there is no basis upon which the FCC could conclude that “the public interest will be served by the refusal” of the requested relief.

IV. CONCLUSION

For the foregoing reasons, T-Mobile requests that the Commission promptly grant this petition.

Respectfully submitted,

/s/ Kathleen O'Brien Ham
Kathleen O'Brien Ham
Senior Vice President, Government Affairs
T-Mobile US, Inc.
601 Pennsylvania Ave., N.W.
North Building, Suite 800
Washington, DC 20004

June 18, 2018

¹² A full description of the transaction and its public interest benefits are associated with ULS File No. 0008224209, the lead wireless application, as well as the Joint Application for Consent to Transfer Control of International and Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, filed in WT Docket No. 18-197 on June 18, 2018. It is incorporated herein by reference.

Appendix A

List of Radio Authorization Types to be held by FCC Licensee and Lessee Subsidiaries of T-Mobile US, Inc.

Company Name	FRN	Radio Service Authorizations (Code)
Alda Wireless Holdings, LLC	0004340436	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting Development, LLC	0001606201	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Anchorage, LLC	0004384632	Educational Broadband Service (ED)
American Telecasting of Columbus, LLC	0003775822	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Denver, LLC	0004357141	Educational Broadband Service (ED)
American Telecasting of Fort Myers, LLC	0008146763	Educational Broadband Service (ED)
American Telecasting of Ft. Collins, LLC	0001606284	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Green Bay, LLC	0004384699	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Lansing, LLC	0003775418	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Lincoln, LLC	0004357166	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Little Rock, LLC	0004384731	Educational Broadband Service (ED)
American Telecasting of Louisville, LLC	0004384236	Educational Broadband Service (ED)
American Telecasting of Medford, LLC	0001605740	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Michiana, LLC	0003790797	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Monterey, LLC	0001606268	Broadband Radio Service (BR)
American Telecasting of Redding, LLC	0004357182	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Santa Barbara, LLC	0008146995	Educational Broadband Service (ED)
American Telecasting of Seattle, LLC	0004346003	Broadband Radio Service (BR); Educational Broadband Service (ED)
American Telecasting of Sheridan, LLC	0004907267	Educational Broadband Service (ED)
American Telecasting of Yuba City, LLC	0004922985	Broadband Radio Service (BR); Educational Broadband Service (ED)
APC Realty and Equipment Company, LLC	0004678009	Common Carrier Fixed Point-to-Point Microwave (CF)
ATI Sub, LLC	0017806043	Broadband Radio Service (BR); Educational Broadband Service (ED)
Broadcast Cable, LLC	0003790771	Broadband Radio Service (BR); Educational Broadband Service (ED)

Company Name	FRN	Radio Service Authorizations (Code)
Clearwire Hawaii Partners Spectrum LLC	0015526551	Broadband Radio Service (BR); Common Carrier Fixed Point-to-Point Microwave (CF); Educational Broadband Service (ED)
Clearwire Spectrum Holdings II LLC	0015316904	Broadband Radio Service (BR); Common Carrier Fixed Point-to-Point Microwave (CF); Educational Broadband Service (ED); Millimeter Wave 70/80/90 GHz Service (MM)
Clearwire Spectrum Holdings III LLC	0018399998	Broadband Radio Service (BR); 3650-3700 MHz (NN); Educational Broadband Service (ED); Common Carrier Fixed Point-to-Point Microwave (CF)
Clearwire Spectrum Holdings LLC	0013892427	Broadband Radio Service (BR); Educational Broadband Service (ED); Common Carrier Fixed Point-to-Point Microwave (CF)
Fixed Wireless Holdings, LLC	0010490498	Broadband Radio Service (BR); Educational Broadband Service (ED); Upper Microwave Flexible Use Service (UU); Local Multipoint Distribution Service (LD); Common Carrier Fixed Point-to-Point Microwave (CF)
Fresno MMDS Associates, LLC	0004357232	Educational Broadband Service (ED)
Iowa Wireless Services Holding Corporation	0002576874	AWS (1710-1755/2110-2155 MHz) (AW); PCS Broadband (CW); Microwave Industrial/Business Pool (MG); 3650-3700 MHz (NN)
Kennewick Licensing, LLC	0004927430	Educational Broadband Service (ED)
Metro PCS	0021396122	Industrial/Business Pool, Trunked (YG)
Nextel Communications of the Mid-Atlantic, Inc.	0002154086	1910-1915/1990-1995 MHz Bands, Market Area (CY); Common Carrier Fixed Point-to-Point Microwave (CF); SMR, 806-821/851-866 MHz, Conventional (GX); SMR, 806-821/851-866 MHz, Auctioned (YC); SMR, 806-821/851-866 MHz, Auctioned (Rebanded YC license) (YH); SMR, 800 MHz, Trunked (SMR, Site-specific) (YM); SMR, 806-821/851-866 MHz, Trunked (YX)

Company Name	FRN	Radio Service Authorizations (Code)
Nextel of New York, Inc.	0003293537	1910-1915/1990-1995 MHz Bands, Market Area (CY); Common Carrier Fixed Point-to-Point Microwave (CF); Public Safety/Spec Emerg/PS Natl Plan,806-817/851-862MHz,Conv (GE); Business/Industrial/Land Trans, 809-824/854-869 MHz, Conventional (GJ); Public Safety/Spec Emerg/PS Natl Plan,806-817/851-862MHz,Trunked (YE); Business/Industrial/Land Trans, 809-824/854-869 MHz, Trunked (YJ); SMR, 806-821/851-866 MHz, Conventional (GX); SMR, 806-821/851-866 MHz, Auctioned (YC); SMR, 806-821/851-866 MHz, Auctioned (Rebanded YC license) (YH); SMR, 806-821/851-866 MHz, Trunked (YX)
Nextel of Puerto Rico, Inc.	0004335196	SMR, 806-821/851-866 MHz, Auctioned (YC)
Nextel South Corp.	0001835479	1910-1915/1990-1995 MHz Bands, Market Area (CY); Common Carrier Fixed Point-to-Point Microwave (CF); Business/Industrial/Land Trans, 809-824/854-869 MHz, Conventional (GJ); SMR, 806-821/851-866 MHz, Conventional (GX); SMR, 806-821/851-866 MHz, Auctioned (YC); SMR, 806-821/851-866 MHz, Auctioned (Rebanded YC license) (YH); SMR, 806-821/851-866 MHz, Trunked (YX)
Nextel West Corp.	0001608363	1910-1915/1990-1995 MHz Bands, Market Area (CY); Common Carrier Fixed Point-to-Point Microwave (CF); Business, 806-821/851-866 MHz, Conventional (GB); Public Safety/Spec Emerg/PS Natl Plan,806-817/851-862MHz,Conv (GE); Business/Industrial/Land Trans, 809-824/854-869 MHz, Conventional (GJ); SMR, 800 MHz, Conventional (SMR, Site-specific) (GM); Public Safety/Spec Emerg/PS Natl Plan,806-817/851-862MHz,Trunked (YE); Business/Industrial/Land Trans, 809-824/854-869 MHz, Trunked (YJ); Other Indust/Land Transp. 806-821/851-866 MHz, Trunked (YO);

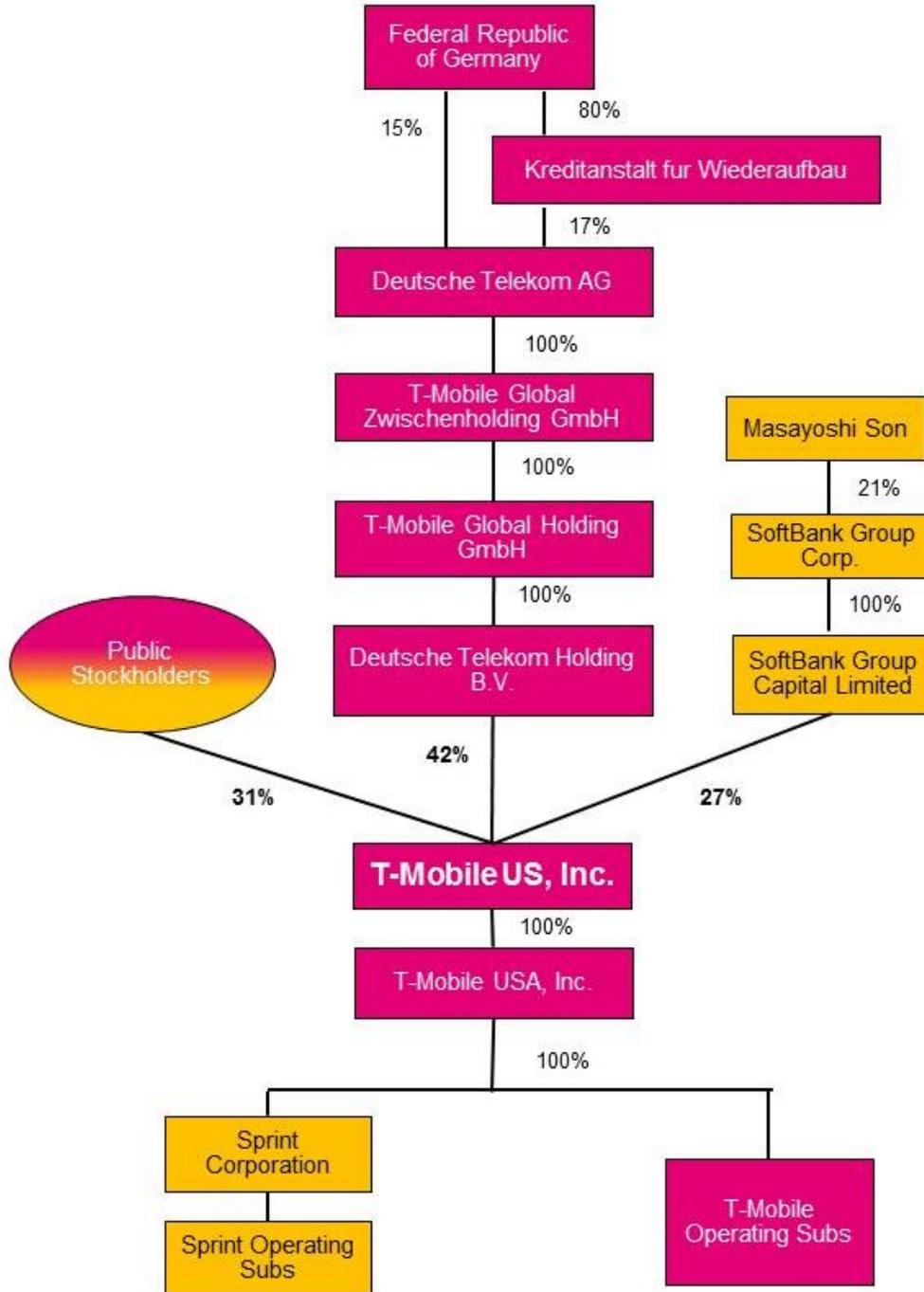
Company Name	FRN	Radio Service Authorizations (Code)
		SMR, 806-821/851-866 MHz, Conventional (GX); SMR, 806-821/851-866 MHz, Auctioned (YC); SMR, 806-821/851-866 MHz, Auctioned (Rebanded YC license) (YH); SMR, 800 MHz, Trunked (SMR, Site-specific) (YM); SMR, 806-821/851-866 MHz, Trunked (YX)
NPCR, Inc.	0010584589	Common Carrier Fixed Point-to-Point Microwave (CF); SMR, 800 MHz, Conventional (SMR, Site-specific) (GM); SMR, 806-821/851-866 MHz, Conventional (GX); SMR, 806-821/851-866 MHz, Auctioned (YC); SMR, 806-821/851-866 MHz, Auctioned (Rebanded YC license) (YH); SMR, 800 MHz, Trunked (SMR, Site-specific) (YM); SMR, 806-821/851-866 MHz, Trunked (YX)
NSAC, LLC (Nextel Spectrum Acquisition Corp.)	0003768553	Broadband Radio Service (BR); Educational Broadband Service (ED); Common Carrier Fixed Point-to-Point Microwave (CF); Upper Microwave Flexible Use Service (UU)
PCTV Gold II, LLC	0003573672	Broadband Radio Service (BR); Educational Broadband Service (ED)
PCTV Sub, LLC	0017806118	Educational Broadband Service (ED)
People's Choice TV of Albuquerque, LLC	0007033053	Broadband Radio Service (BR)
People's Choice TV of Houston, LLC	0008148603	Educational Broadband Service (ED)
People's Choice TV of St. Louis, LLC	0008150286	Educational Broadband Service (ED)
Powertel Memphis Licenses Inc.	0001832807	PCS Broadband (CW)
PRWireless PR, LLC	0026287664	700 MHz Upper Band (Block C) (WU) PCS Broadband (CW); Common Carrier Fixed Point-to-Point Microwave (CF)
SCC X, LLC	0017700527	Broadband Radio Service (BR)
SpeedChoice of Detroit, LLC	0008151375	Broadband Radio Service (BR)
SpeedChoice of Phoenix, LLC	0008151458	Educational Broadband Service (ED)
Sprint (Bay Area) LLC	0001800184	Broadband Radio Service (BR)
Sprint Administrative Services Group	0002320653	Industrial/Business Pool, Conventional (IG); Industrial/Business Pool, Trunked (YG)

Company Name	FRN	Radio Service Authorizations (Code)
Sprint Communications Co., LP	0002529659	Aircraft (AC); 3650-3700 MHz (NN); Common Carrier Fixed Point-to-Point Microwave (CF); Microwave Industrial/Business Pool (MG); Industrial/Business Pool, Conventional (IG)
Sprint PR Spectrum LLC	0026173476	PCS Broadband (CW); 1910-1915/1990-1995 MHz Bands, Market Area (CY); Broadband Radio Service (BR); Common Carrier Fixed Point-to-Point Microwave (CF); Educational Broadband Service (ED)
Sprint Puerto Rico Holdings LLC	0026173450	Broadband Radio Service (BR); Educational Broadband Service (ED)
Sprint Spectrum L.P.	0005072970	PCS Broadband (CW); Broadband Radio Service (BR); Common Carrier Fixed Point-to-Point Microwave (CF); Educational Broadband Service (ED)
Sprint Spectrum License Holder II LLC	0025898529	PCS Broadband (CW); Broadband Radio Service (BR)
Sprint Spectrum License Holder III LLC	0025898537	PCS Broadband (CW); Broadband Radio Service (BR)
Sprint Spectrum License Holder LLC	0025738147	Broadband Radio Service (BR); Educational Broadband Service (ED)
Sprint Spectrum Realty Company, LLC	0008157679	PCS Broadband (CW)
Sprint Telephony PCS LLC	0002963965	Common Carrier Fixed Point-to-Point Microwave (CF)
Sprint United Management Company	0012852471	Industrial/Business Pool, Conventional (IG)
SprintCom, Inc.	0002315950	PCS Broadband (CW); Broadband Radio Service (BR); Common Carrier Fixed Point-to-Point Microwave (CF); Millimeter Wave 70/80/90 GHz Service (MM); Educational Broadband Service (ED)
SunCom Wireless License Company, LLC	0003246055	AWS (1710-1755/2110-2155 MHz) (AW); Cellular (CL); PCS Broadband (CW)
TDI Acquisition Sub, LLC	0017806084	Broadband Radio Service (BR); Educational Broadband Service (ED)

Company Name	FRN	Radio Service Authorizations (Code)
T-Mobile License, LLC	0001565449	AWS-3 (1695-1710 MHz, 1755-1780 MHz and 2155-2180 MHz (AT) AWS (1710-1755/2110-2155 MHz) (AW); Common Carrier Fixed Point-to-Point Microwave (CF); PCS Broadband (CW); Industrial/Business Pool, Conventional (IG); Local Multipoint Distribution Service (LD); Millimeter Wave 70/80/90 GHz Service (MM); 39 GHz Band, Auctioned (TN); 600 MHz Band (WT); 700 MHz Lower Band (Block A) (WY); 700 MHz Lower Band (Blocks C, D) (WZ)
T-Mobile Puerto Rico LLC	0014848477	AWS (1710-1755/2110-2155 MHz) (AW); Common Carrier Fixed Point-to-Point Microwave (CF); PCS Broadband (CW); 600 MHz Band (WT)
Transworld Telecom II, LLC	0017806068	Educational Broadband Service (ED)
WBS of America, LLC	0017806076	Educational Broadband Service (ED)
WBS of Sacramento, LLC	0004927539	Educational Broadband Service (ED)
WBSFP Licensing, LLC	0004357240	Broadband Radio Service (BR)
WBSY Licensing, LLC	0004357273	Broadband Radio Service (BR); Educational Broadband Service (ED)
WCOF, LLC	0017700568	Educational Broadband Service (ED)
Wireless Broadband Services of America, LLC	0002834505	Educational Broadband Service (ED)

Appendix B

Post-Closing Structure



CERTIFICATION

On behalf of the licensees listed in Appendix A, I certify that the information in this petition is in accordance with the provisions of Sections 1.16 and 1.5000(c)(1) of the Commission's rules, 47 C.F.R. § 1.16 and 1.5000(c)(1). In particular, T-Mobile has calculated the ownership interests disclosed in the Petition based upon its review of the Commission's rules. The interests disclosed satisfy each of the pertinent standards and criteria set forth in the rules.

Respectfully submitted,

/s/ Kathleen O'Brien Ham
Kathleen O'Brien Ham
Senior Vice President, Government Affairs
T-Mobile US, Inc.
601 Pennsylvania Ave., N.W.
North Building, Suite 800
Washington, DC 20004